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VIA ELECTRONIC-MAIL

October 2, 2020

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U. S. Environmental Protection Agency, Region 10
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A. O. Smith Corporation's Responses to EPA Request for Information and Documents Relating to Harbor Island Superfund Site East Waterway Operable Unit

A. O. Smith Corporation ("A. O. Smith") hereby submits its responses and objections to the above-referenced requests for information served by U.S. EPA pursuant to § 104(e)(2) of CERCLA, 42 U.S.C. § 9604(e)(2) (the "Requests").

A. O. Smith has engaged in a meaningful and considerable effort to ensure that its submissions are complete, accurate and responsive to the best of its knowledge and belief, and is providing the information below subject to the following general qualifications and objections:

- A. O. Smith is providing responses to U.S. EPA's request except where it seeks privileged information, including any and all communications and documents that are protected from disclosure by either the attorney-client communication privilege or attorney work-product doctrine.
- A. O. Smith objects to the Requests to the extent they improperly seek information beyond the scope of U.S. EPA's authority under Section 104(e)(2) of CERCLA, 42 U.S.C. § 9604(e)(2), and therefore are not a proper exercise of U.S. EPA's information-gathering authority.

- A. O. Smith objects to the Requests to the extent they are vague, ambiguous, overbroad, or unduly burdensome.
- A. O. Smith has undertaken a reasonable search for responsive information and documents and is providing information and documents located in that search. A. O. Smith reserves the right to supplement and revise its response to the Requests and reserves the right to assert additional objections as it continues to evaluate its response.

Accordingly, notwithstanding the foregoing, and without waiving any of the foregoing qualifications and objections, A. O. Smith has included below the relevant numbered U.S. EPA request followed by A. O. Smith's response.

Request 1: Identification and Association with Subject Property

a. Provide the full legal name and mailing address of Respondent.

Response:

A. O. Smith Corporation
11270 W. Park Place
P.O. Box 245008
Milwaukee, WI 53224

b. For each person answering these questions on behalf of Respondent, provide that person's:

- full name;**
- title;**
- business address and electronic mail address; and**
- business telephone number.**

Response:

Karen K. Duke, Associate General Counsel
(See address in response 1a)
E-mail: kduke@aosmith.com
Phone: 414-359-4111

Joyce D. Stoner, Sr. Legal Specialist
(See address in response 1a)
E-mail: jstoner@aosmith.com
Phone: 414-359-4114

Kevin J. Domack, Corporate Director, Environment, Health & Safety

(See address in response 1a)

E-mail: kdomack@aosmith.com

Phone: 414-359-4126

- c. If Respondent wishes to designate an individual for receiving future correspondence from the EPA concerning the EWOU, please indicate so here by providing that individual's name, mailing address, electronic mail address, telephone number, and fax number.**

Response:

Arthur J. Harrington
Godfrey & Kahn, S.C.
833 E. Michigan Street, Suite 1800
Milwaukee, WI 53202
Email: ajharrin@gklaw.com
Telephone: 414-287-9414

- d. Provide the address of each Subject Property, the time period when Respondent held any ownership or other interest in the Subject Property, and the type of interest held.**

Response:

A. O. Smith leased a property located at 60 Spokane Street, Seattle, Washington, from approximately 1977 through 1996 (the "Subject Property.") The Subject Property is not adjacent to the waterway ("East Waterway").

- e. Identify all materials used or created by Respondent's activities or operations at each Subject Property.**

Response:

The Subject Property was used for manufacturing water heaters. The primary materials used were steel and molten glass, fiberglass insulation, and paint. Additional materials are identified in A. O. Smith's document production. (AOSMITH-000001-409.)

- f. Provide copies of all documents regarding the ownership or environmental conditions of the Subject Property, including, but not limited to, deeds, sales contracts, leases, surveys, investigations, sampling, reports, blueprints, "as-builts," and photographs.**

Response:

Responsive documents are being provided with A. O. Smith's document production, including the lease and relevant permits that have been located. (AOSMITH-000410-552.) The leased Subject Property is not adjacent to the East Waterway.

- g. Provide information on the condition of the Subject Property when purchased or at the beginning of the relevant time period; describe the source, volume, and content of any fill used during the construction of the buildings, including waterside structures such as seawalls, wharves, docks, or marine ways.**

Response:

The Subject Property is described in the lease agreement contained within the document production. (AOSMITH-000410-423.) The Subject Property was not located on the East Waterway, and accordingly there are no responsive documents related to fill or waterside structures.

- h. Describe the activities or operations at each Subject Property including:**
- i. the date such activities or operations commenced and concluded; and**
 - ii. the types of activities or operations performed at each Subject Property, including but not limited to the use, storage, or disposal of any materials in an outdoor location.**

Response:

During the time period in which the Subject Property was leased by A. O. Smith, from 1977-1996, it was used for the manufacture of water heaters. Steel tanks used in the water heaters may have been stored outdoors.

- i. Describe each release of materials at or from a Subject Property, including the type and quantity of the materials, the location of the release, the impacted media, and, the response.**

Response:

Stormwater discharges are described in the stormwater general permit in the document production. To the best of A. O. Smith's knowledge, all releases were in compliance with the stormwater permit.

In addition, information about air emissions that was submitted to the EPA or DEC can be found in the document production. (AOSMITH-000557-740.)

- j. Provide information on past dredging or future planned dredging in the EWOU.**

Response:

A. O. Smith has no information about past or future planned dredging in the EWOU. The Subject Property was not located on the East Waterway.

- k. Provide all documents pertaining to the use, storage, or disposal of any hazardous substances, pollutants, or contaminants at the Subject Property.**

Response: Responsive documents are being produced. (AOSMITH-000741-1089.)

- l. Provide all information on electrical equipment used at the Subject Property, including transformers or other electrical equipment that may have contained polychlorinated biphenyls (PCBs).**

Response: A. O. Smith lacks information responsive to this request.

- m. Provide information on the type(s) of oils or fluids used for lubrication of machinery or other industrial purposes, and any other chemicals or products which are or may contain hazardous substances, pollutants, or contaminants which are or were used at the Subject Property.**

Response: A. O. Smith lacks information responsive to this request.

- n. Provide any Subject Property drainage descriptions, plans, or maps that include information about storm drainage which includes, but is not limited to, above or below surface piping, ditches, catch basins, manholes, and treatment/detention or related structures including outfalls. If available, also include information about connections to each sanitary sewer.**

Response:

Responsive information may be found in the stormwater permit and closure report within A. O. Smith's document production. (AOSMITH-000444-545, 1089-1112.)

- o. With respect to past activities or operations at each Subject Property, provide copies of any stormwater or drainage studies, including data from sampling, conducted at the Subject Property. Also provide copies of any Stormwater Pollution Prevention or Maintenance Plans or Spill Plans that may have been developed for different operations during Respondent's occupation of the Subject Property.**

Response:

Responsive information may be found in the stormwater permit, stormwater pollution prevention plan, and closure report within A. O. Smith's document production. (AOSMITH-000444-545.)

- p. Describe each underground storage tank present at any time on a Subject Property, including but not limited to the size and location of the tank, the materials stored in the tank, the time period of use, whether any material leaked from the tank, the type and quantity of leaked material, and the response to the leaked material.**

Response:

The closure report identifies underground storage tanks on the Subject Property holding leaded gasoline and heating oil. (AOSMITH-000444-483.) A. O. Smith lacks firsthand information about the use of the tanks and is unaware of any leaks. While the tanks were located on the Subject Property leased by A. O. Smith, A. O. Smith did not use, operate, or have any control over the tanks.

- q. Provide the names and last known address of any tenants or lessees, the dates of their tenancy and a description of the activities or operations they conducted while present at the Subject Property.**

Response:

A. O. Smith was a tenant at the Subject Property from 1977-1996. A. O. Smith is not aware of any other tenants or lessees during this time period.

- r. If Respondent, its parent corporation, subsidiaries or other related or associated companies have filed for bankruptcy, provide:**
- i. the U.S. Bankruptcy Court in which the petition was filed;**
 - ii. the docket numbers of such petition;**
 - iii. the date the bankruptcy petition was filed;**
 - iv. whether the petition is under Chapter 7(liquidation), Chapter 11 (reorganization), or other provision; and**
 - v. a description of the current status of the petition.**

Response:

A. O. Smith has never filed for bankruptcy and has no responsive information.

- s. If not already provided, identify and provide a last known address or phone number for all persons, including Respondent's current and former employees or agents, other than attorneys, who have knowledge or information about the generation, use, purchase, storage, disposal, placement, or other handling of hazardous substances, pollutants, or contaminants, or transportation of hazardous substances, pollutants, or contaminants to or from, the Subject Property.**

Response:

In addition to the individuals disclosed in response to Question 1.b, Rob Olson, former plant manager and engineering manager for a different A. O. Smith facility, may also have knowledge or information about the subjects listed above. Mr. Olson may be contacted through undersigned outside counsel.

Request 2: Financial Information

- a. Provide true and complete copies of all federal income tax documents, including all supporting schedules, for 2015, 2016, 2017, 2018, and 2019. Provide the federal Tax Identification Number and, if documentation is not available, explain why in detail.**

Response:

A. O. Smith objects to this request as overly broad, unduly burdensome, and not relevant to the subject matter of this information request. Subject to and without waiving these objections, A. O. Smith is a publicly-traded company and its financials are available on its website (<https://investor.aosmith.com/>) or the SEC's EDGAR database (ticker: "AOS.")

- b. Provide Respondent's financial interest in, control of, or that Respondent is a beneficiary of any assets (in the U.S. or in another country) that have not been identified in the federal tax returns or other financial information to be presented to the EPA. If there are such assets, identify each asset by type of asset, estimated value, and location.**

Response:

A. O. Smith objects to this request as overly broad, unduly burdensome and not relevant to the subject matter of this information request. A. O. Smith's subsidiaries are identified in its Form 10-K, which can be found at the websites identified in the previous response.

- c. If Respondent is, or was at any time, a subsidiary of, otherwise owned or controlled by, or otherwise affiliated with another corporation or entity, then describe the full nature of each such corporate relationship, including but not limited to:**
- i. a general statement of the nature of relationship, indicating whether the affiliated entity had, or exercised, any degree of control over the daily operations or decision-making of Respondent's business operations at the Subject Property;**
 - ii. the dates such relationship existed;**
 - iii. the percentage of ownership of Respondent that is held by such other entity(ies);**
 - iv. for each such affiliated entity provide the names and complete addresses of its parent, subsidiary, and otherwise affiliated**

entities, as well as the names and addresses of each such affiliated entity's officers, directors, partners, trustees, beneficiaries, and/or shareholders owning more than five percent of that affiliated entity's stock;

- v. providing any and all insurance policies for such affiliated entity(ies) which may possibly cover the liabilities of Respondent associated with the Subject Property or the EWOU; and**
- vi. provide any and all corporate financial information of such affiliated entities, including but not limited to total revenue or total sales, net income, depreciation, total assets and total current assets, total liabilities and total current liabilities, net working capital (or net current assets), and net worth.**

Response:

A. O. Smith objects to this request as overly broad, unduly burdensome and not relevant to the subject matter of this information request. Information about A. O. Smith's ownership are identified in its Form 10-K and proxy statements, which can be found at the websites identified in the previous responses.

Request 3: Insurance Coverage

- a. Provide copies of all property, casualty and/or liability insurance policies, and any other insurance contracts referencing the Subject Property or EWOU and/or Respondent's business operations (including, but not limited to, Comprehensive General Liability, Environmental Impairment Liability, Pollution Legal Liability, Cleanup Cost Cap or Stop Loss Policies). Include, without limitation, all primary, excess, and umbrella policies which could be applicable to costs of environmental investigation and/or cleanup and include the years such policies were in effect.**

Response:

Responsive documents are being produced. (AOSMITH-001196-2506.) A. O. Smith has not determined whether any of the insurance policies being produced provide coverage to any potential environmental investigation or clean-up costs. None of the policies reference the Subject Property.

- b. If there are any such policies from question "5a" above which existed, but for which copies are not available, identify each such policy by providing as much of the following information as possible:**

- i. the name and address of each insurer and of the insured;**
- ii. the type of policy and policy numbers;**
- iii. the per occurrence policy limits of each policy; and**
- iv. the effective dates for each policy.**

Response: To the best of A. O. Smith's knowledge and belief, no such policies exist.

- c. Identify all insurance brokers or agents who placed insurance for Respondent at any time during the period being investigated, as identified at the beginning of this request and identify the time period during which such broker or agent acted in this regard.**

Response: Marsh & McLennan, Inc.

- d. Identify all communication and provide all documents that evidence, refer, or relate to claims made by or on behalf of Respondent under any insurance policy in connection with the Subject Property or EWOU. Include any responses from the insurer with respect to any claims.**

Response: A. O. Smith has no responsive information.

- e. Identify any previous settlements with any insurer in connection with the Subject Property or EWOU, or for any claims for environmental liabilities during the time period under investigation. Include any policies surrendered or cancelled by Respondent or insurer.**

Response:

A. O. Smith has no responsive information as it relates to the Subject Property or EWOU.

- f. Identify any and all insurance, accounts paid or accounting files that identify Respondent's insurance policies.**

Response:

The policies within A. O. Smith's document production were located in files at the address listed in response to Question 1.a.

g. Identify Respondent's policy with respect to document retention.

Response:

The document retention policy in force in 1996, which was applicable to documents created in reference to the Subject Property, is being produced. (AOSMITH-002507-2547.)

Request 4: Compliance with This Request

a. Describe all sources reviewed or consulted in responding to this Request, including, but not limited to:

- i. the name and current job title of all individuals consulted; and**
- ii. the location where all documents reviewed are currently kept.**

Response:

A. O. Smith consulted with the individuals identified in response to Question 1.b and 1.s in furtherance of responding to this request.

A. O. Smith reviewed documents in the following locations: A. O. Smith World Headquarters, Milwaukee, Wisconsin.

AS TO RESPONSES:



Kevin J. Domack
Corporate Director, Environment, Health & Safety
A. O. Smith Corporation

AS TO OBJECTIONS:



Arthur J. Harrington
Godfrey & Kahn, S. C.
Outside counsel for A. O. Smith Corporation